

EXHIBIT NO. 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

**VISANJI GALA and
JAYA GALA**

Plaintiffs,

Civil Action No.: 2:20-cv-02265-SHM-tmp

v.

**TESLA MOTORS TN, INC.,
and TESLA MOTORS, INC.,**

JURY DEMANDED

Defendants.

**DECLARATION OF VICTOR BARCLAY IN SUPPORT OF THE MOTION OF TESLA
MOTORS TN, INC. AND TESLA, INC. TO COMPEL ARBITRATION AND FOR
DISMISSAL**

EXHIBIT NO. 2

1 I, Victor Barclay, declare as follows:

2 1. I am a Senior Manager of Software Engineering at Tesla, Inc. (“Tesla”), where I
3 have been employed for more than ten years. My job responsibilities consist of software
4 development and implementation, including with respect to Tesla’s website. Except as otherwise
5 noted, I have personal knowledge of the following facts and if called to testify, could and would
6 testify competently thereto.

7 2. Tesla customers who want to lease a vehicle on Tesla’s website generally start that
8 process by placing an order for their vehicle online. To do so, customers select their vehicle model
9 and options, provide payment and other details, and then click on a button labeled “Place Order.”
10 By September 2019, the “Place Order” button was accompanied by language stating “By clicking
11 ‘Place Order’ I agree to the [Model S Order Agreement](#),¹ [Supercharger Fair Use Policy](#), the
12 [Customer Privacy Policy](#) and consent to be contacted at the number provided with more
13 information or offers about Tesla products.” At the time of Plaintiff Visanji Gala’s order, the text
14 “[Model S Order Agreement](#)” was hyperlinked to a copy of that agreement, as indicated by blue
15 text, giving customers the opportunity to review the agreement before clicking the “Place Order”
16 button.

17 3. An example Order Payment webpage, substantially identical to the page used to
18 place an order for Visanji Gala’s Model S, is attached as **Exhibit A**. A close-up view of the “Place
19 Order” button and accompanying language is attached as **Exhibit B**.

20 4. The hyperlink to the “Model S Order Agreement” is to Tesla’s “Motor Vehicle
21 Order Agreement.” The current version is available online at
22 <https://www.tesla.com/order/download-order-agreement?country=US>. A true and correct copy of
23 the “Motor Vehicle Order Agreement” is attached as **Exhibit C**.

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27 ¹ If the customer orders a different vehicle, such as Model X or Model 3, the “Place Order” language
28 references the [Model X Order Agreement](#) or [Model 3 Order Agreement](#), as applicable, and includes
hyperlinks to the respective agreement.

1 I declare under penalty of perjury under the laws of the United States of America that this
2 Declaration is true and correct. Executed on this 15th day of May 2020 in Redwood City,
3 California.

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5 /s/ Victor Barclay
6 Victor Barclay

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